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Attorneys for the Official Committee of Equity Security Holders of  
 USA Capital Diversified Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT**

**DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

**Affects:**

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under  
 Case No. BK-S-06-10725-LBR

**DECLARATION OF ROBERT  
 WORTHEN IN SUPPORT OF  
 ORRICK, HERRINGTON &  
 SUTCLIFFE LLP'S FINAL  
 FEE APPLICATION**

Date: June 22, 2007  
 Time: 9:30 a.m.  
 Place: Courtroom #1

1 I, Robert G. Worthen, declare as follows:

2 1. I am the duly elected Chair of the USA Capital Diversified Trust Deed Fund  
3 Committee ("DTDF Committee") that was appointed by the Office of the United States  
4 Trustee on May 10, 2006 and was disbanded pursuant to the Plan on March 12, 2007 (the  
5 Plan's Effective Date). Since March 13, 2007, I have been the Chair of the Board of  
6 Directors of USA Capital Diversified Trust Deed Fund LLC, the revested debtor.

7 2. I submit this declaration in support of Orrick, Herrington & Sutcliffe LLP's  
8 Final Fee Application ("Application") for the period of June 1, 2006 through March 12, 2007.  
9 I have personal knowledge of the facts set forth below and if called to testify I could and  
10 would competently testify to such facts.

11 3. Pursuant to the Court's order approving Orrick's application to serve as  
12 counsel to the DTDF Committee in this case, Orrick has performed services for the DTDF  
13 Committee since June 1, 2006.

14 4. Orrick has submitted invoices to me, on behalf of the DTDF Committee, for all  
15 work performed during the period of June 1, 2006 through March 12, 2007, copies of which  
16 are attached to accompanying Levinson Declaration as Exhibits A through I. On behalf of the  
17 DTDF Committee, I have reviewed and approved Orrick's invoices and believe, based on my  
18 experience and knowledge, that the amounts sought by Orrick for the Application Period were  
19 reasonable and necessary to represent the DTDF Committee in this matter.

20 5. I have reviewed the Application and, on behalf of the DTDF Committee,  
21 support approval of the Application in its entirety.

22 Executed this 26th day of April at Las Vegas, Nevada.

23 I declare under penalty of perjury that the foregoing is true and correct.

24   
25 Robert G. Worthen  
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